Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning DEC 1, 2011 , and ending NOV 30, 2012

Name of foundation
MIDLER FAMILY FOUNDATION
C/O SUSSMAN & ASSOCIATES

A Employer identification number
13-7437183

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
700 12TH AVENUE SOUTH, SUITE 201

B Telephone number
615-320-9161

City or town, state, and ZIP code
NASHVILLE, TN 37203

C If exemption application is pending, check here ▶ [ ]

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity
[ ] Final return [ ] Amended return
[ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 4,024,447.

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received	25,000.		N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	35,785.	35,785.		STATEMENT 1
	4	Dividends and interest from securities	1,137.	1,137.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	558,696.			
	b	Gross sales price for all assets on line 6a 814,680.				
	7	Capital gain net income (from Part IV, line 2)		558,696.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	620,618.	595,618.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 3	18,252.	0.		0.
	17	Interest				
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	18,252.	0.		0.
	25	Contributions, gifts, grants paid	487,070.			487,070.
	26	**Total expenses and disbursements.** Add lines 24 and 25	505,322.	0.		487,070.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	115,296.			
	b	**Net investment income** (if negative, enter -0-)		595,618.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions. Form 990-PF (2011)

12071011 786488 MIDLERFAMILY 2011.05030 MIDLER FAMILY FOUNDATION C/ MIDLERF1

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	<610.>	2,320.	2,320.
	2 Savings and temporary cash investments	3,249,771.	452,063.	452,063.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 5	986,896.	3,570,064.	3,570,064.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	3,764,536.	0.	0.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	8,000,593.	4,024,447.	4,024,447.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 7)	3,788,183.	0.	
	23 **Total liabilities** (add lines 17 through 22)	3,788,183.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,212,410.	4,024,447.	
	30 **Total net assets or fund balances**	4,212,410.	4,024,447.	
	31 **Total liabilities and net assets/fund balances**	8,000,593.	4,024,447.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,212,410.
2	Enter amount from Part I, line 27a	2	115,296.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,327,706.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	303,259.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,024,447.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	814,680.		856,856.	558,696.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				558,696.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 558,696.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 **3** N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	0.	188,447.	.000000
2009	673,315.	4,688,521.	.143609
2008	650,316.	5,433,619.	.119684
2007	723,125.	6,168,540.	.117228
2006	524,240.	6,706,847.	.078165

2	**Total** of line 1, column (d)	2	.458686
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.091737
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,299,542.
5	Multiply line 4 by line 3	5	486,164.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,956.
7	Add lines 5 and 6	7	492,120.
8	Enter qualifying distributions from Part XII, line 4	8	487,070.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	11,912.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	11,912.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	11,912.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 84.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	84.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	265.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	12,093.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUSSMAN & ASSOCIATES Telephone no ▶615-320-9161

Located at ▶700 12TH AVENUE SOUTH, SUITE 201, NASHVILLE, TN ZIP+4 ▶37203

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

		Line	Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BETTE MIDLER 1222 16TH AVENUE SOUTH, THIRD FLOOR NASHVILLE, TN 37212	TRUSTEE 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	4,344,345.
b	Average of monthly cash balances	1b	1,035,901.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,380,246.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,380,246.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,704.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,299,542.
6	**Minimum investment return.** Enter 5% of line 5	6	264,977.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	264,977.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 11,912.		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	11,912.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	253,065.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	253,065.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	253,065.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	487,070.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	487,070.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	487,070.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				253,065.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006 191,892.				
b From 2007 415,048.				
c From 2008 381,383.				
d From 2009 444,785.				
e From 2010				
f Total of lines 3a through e	1,433,108.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 487,070.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				253,065.
e Remaining amount distributed out of corpus	234,005.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,667,113.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	191,892.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	1,475,221.			
10 Analysis of line 9				
a Excess from 2007 415,048.				
b Excess from 2008 381,383.				
c Excess from 2009 444,785.				
d Excess from 2010				
e Excess from 2011 234,005.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

BETTE MIDLER

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ADOPT A HIGHWAY 1211 E DYER ROAD #110 SANTA ANA, CA 92705			GENERAL DONATION	
AMY GAVARIS			GENERAL DONATION	
BLAIR GROCERY			GENERAL DONATION	
BURBANK CIVIC & IMPROVEMENT ASSOCIATION 6025 WILDAIR DRIVE NEW ORLEANS, LA 70122			GENERAL DONATION	
CAMP LAUREL 75 SOUTH GRAND AVENUE PASADENA, CA 91105			GENERAL DONATION	
Total SEE CONTINUATION SHEET(S)			▶ 3a	487,070.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					35,785.
4 Dividends and interest from securities					1,137.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					558,696.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		0.	595,618.

13 Total. Add line 12, columns (b), (d), and (e) 13 595,618.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
4	PROVIDING FUNDS FOR THE ORGANIZATIONS EXEMPT PURPOSES
7	PROVIDING FUNDS FOR THE ORGANIZATIONS EXEMPT PURPOSES
8	PROVIDING FUNDS FOR THE ORGANIZATIONS EXEMPT PURPOSES

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 10-14-13 Title: President

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHARLES SUSSMAN	[signature]	10/11/13		P00591462
Firm's name ▶ SUSSMAN & ASSOCIATES			Firm's EIN ▶ 62-1572536	
Firm's address ▶ 700 12TH AVE. SOUTH, SUITE 201 NASHVILLE, TN 37203			Phone no 615-320-9161	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022			GENERAL DONATION	
CHAI LIFELINE 151 WEST 30TH STREET, 3RD FLOOR NEW YORK, NY 10001			GENERAL DONATION	
CHEZ PANISSE FONDATION 1517 SHATTUCK AVENUE BERKELEY, CA 94709			GENERAL DONATION	
CITY PARKS FOUNDATION 830 5TH AVENUE NEW YORK, NY 10021			GENERAL DONATION	
COMMUNITIES IN SCHOOL			GENERAL DONATION	
DOCTORS WITHOUT BORDERS 333 7TH AVE, 12TH FLOOR NEW HAVEN, NY 10001			GENERAL DONATION	
EASTERN SEABOARD TRUST PO BOX 209 SEABOARD, NC 27876			GENERAL DONATION	
EVAN B DONALDSON ADOPTION INSTITUTE 1 WEST AVENUE, SUITE 208 LARCHMONT, NY 206			GENERAL DONATION	
FITCH'S CORNER HORSE TRAILS 632 NORTH MABBETTSVILLE ROAD MILLBROOK, NY 12545			GENERAL DONATION	
FRIENDS OF HUDSON RIVER PARK 311 WEST 43RD STREET #300 NEW YORK, NY 10011			GENERAL DONATION	
Total from continuation sheets				487,070.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HANDICAP INTERNATIONAL 6930 CARROLL AVENUE, SUITE 240 TAKOMA PARK, MD 20912			GENERAL DONATION	
HEARTHESTONE ALZHEIMER'S FOUNDATION 305 WEST END AVE AT 74TH STREET NEW YORK, NY 10023			GENERAL DONATION	
HUMAN RIGHTS FIRST 333 7TH AVE, 13TH FLOOR NEW YORK, NY 10001			GENERAL DONATION	
JUBILEE CAMPAIGN USA 9689-C MAIN STREET FAIRFAX, VA 22031			GENERAL DONATION	
LITERACY PARTNERS INC 30 EAST 33RD STREET, 6TH FLOOR NEW YORK, NY 10016			GENERAL DONATION	
LOWERNINE ORGANIZATION PO BOX 524 WEST BOOTHBAY HARBOR, ME 04575			GENERAL DONATION	
MAYOR'S FUND TO ADVANCE NEW YORK CITY 1 CENTRE STREET, 23RD FLOOR NEW YORK, NY 10007			GENERAL DONATION	
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 100280198			GENERAL DONATION	
METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023			GENERAL DONATION	
MIDORI AND FRIENDS 352 7TH AVENUE, STE 201 NEW YORK, NY 10001			GENERAL DONATION	
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOUNT SINAI 1 GUSTAVE L LEVY PLACE, BOX 1049 NEW YORK, NY 100296574			GENERAL DONATION	
MS FOUNDATION FOR WOMEN 12 METROTECH CENTER, 26TH FLOOR BROOKLYN, NY 11201			GENERAL DONATION	
MUSEUM OF THE CITY OF NEW YORK 1220 5TH AVENUE NEW YORK, NY 10029			GENERAL DONATION	
NATIONAL AUDUBON SOCIETY 225 VARICK STREET, 7TH FLOOR NEW YORK, NY 10014			GENERAL DONATION	
NEW YORK CITY POLICE FOUNDATION INC 162 WEST 56TH STREET, STE 405 NEW YORK, NY 10019			GENERAL DONATION	
NEW YORK RESTORATION PROJECT 254 WEST 31ST STREET, 10TH FLOOR NEW YORK, NY 10001			GENERAL DONATION	
PROJECT RENEWAL 200 VARICK STREET, 9TH FLOOR NEW YORK, NY 10014			GENERAL DONATION	
RAINFOREST FUND 180 VARICK STREET NEW YORK, NY 10014			GENERAL DONATION	
RODALE INSTITUTE 611 SIEGFRIEDALE ROAD KUTZTOWN, PA 19530			GENERAL DONATION	
ST LUKE'S CHAMBER ENSEMBLE INC 330 WEST 42ND STREET, 9TH FLOOR NEW YORK, NY 10036			GENERAL DONATION	
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE BREAST CANCER RESEARCH FOUNDATION 60 EAST 89TH STREET, 8TH FLOOR NEW YORK, NY 10022			GENERAL DONATION	
THE CARNEGUE HALL SOCIETY 881 7TH AVE NEW YORK, NY 10019			GENERAL DONATION	
THE FILM SOCIETY OF LINCOLN CENTER 165 WEST 56TH STREET NEW YORK, NY 10023			GENERAL DONATION	
THE MICHAEL J FOX FOUNDATION 162 WEST 56TH STREET, STE 405 NEW YORK, NY 10019			GENERAL DONATION	
UCLA DEVELOPMENT 10920 WILSHIRE BLVD, SUITE 1400 LOS ANGELES, CA 90024			GENERAL DONATION	
WESTCHESTER LAND TRUST 403 HARRIS ROAD, SUITE 1 BEDFORD HILLS, NY 10507			GENERAL DONATION	
YALE UNIVERSITY PARENTS FUND PO BOX 2038 NEW HAVEN, CT 60521			GENERAL DONATION	
YOUNG WOMEN'S LEADERSHIP NETWORK 322 8TH AVENUE, 14TH FLOOR NEW YORK, NY 10001			GENERAL DONATION	
ALL OF 2012				487,070.
Total from continuation sheets				

MIDLER FAMILY FOUNDATION CONTINUATION FOR 990-PF, PART IV
C/O SUSSMAN & ASSOCIATES 13-7437183 PAGE 1 OF 1

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	EVERCORE - SEE STATEMENT A	P	VARIOUS	VARIOUS
b	EVERCORE - SEE STATEMENT A	P	VARIOUS	VARIOUS
c	EVERCORE - SEE STATEMENT A	P	VARIOUS	VARIOUS
d	EVERCORE - SEE STATEMENT A	P	VARIOUS	VARIOUS
e	EVERCORE - SEE STATEMENT A	P	VARIOUS	VARIOUS
f	HAMPSHIRE INSTITUTIONAL FUND LP		VARIOUS	VARIOUS
g	EVERCORE - SEE STATEMENT A	P	VARIOUS	VARIOUS
h	EVERCORE - SEE STATEMENT A	P	VARIOUS	VARIOUS
i	HAMPSHIRE INSTITUTIONAL FUND LP			
j	HAMPSHIRE INSTITUTIONAL FUND LP			
k	HAMPSHIRE INSTITUTIONAL FUND LP-SEC 1256			
l	HAMPSHIRE INSTITUTIONAL FUND LP-SEC 1256			
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	468,424.		482,256.	<13,832.>
b	95,764.		118,447.	<22,683.>
c	37,295.		36,962.	333.
d	7.			7.
e	29,495.		41,109.	<11,614.>
f				<127,836.>
g	183,615.		178,082.	5,533.
h	80.			80.
i				40,992.
j				820,594.
k				<53,151.>
l				<79,727.>
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<13,832.>
b				<22,683.>
c				333.
d				7.
e				<11,614.>
f				<127,836.>
g				5,533.
h				80.
i				40,992.
j				820,594.
k				<53,151.>
l				<79,727.>
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	558,696.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

12071011 786488 MIDLERFAMILY 2011.05030 MIDLER FAMILY FOUNDATION C/ MIDLERF1

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
EVERCORE	42,288.
EVERCORE - ACCRUED INTEREST	1,512.
EVERCORE - AMORTIZATION	<15,180.>
HAMPSHIRE INSTITUTIONAL FUND LP	7,165.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	35,785.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HAMPSHIRE INSTITUTIONAL FUND LP	1,137.	0.	1,137.
TOTAL TO FM 990-PF, PART I, LN 4	1,137.	0.	1,137.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	18,252.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	18,252.	0.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 4

DESCRIPTION	AMOUNT
HAMPSHIRE INSTITUTIONAL FUND LP - PRIOR PERIOD ADJUSTMENT	303,259.
TOTAL TO FORM 990-PF, PART III, LINE 5	303,259.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	3,570,064.	3,570,064.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,570,064.	3,570,064.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HAMPSHIRE INSTITUTIONAL FUND LP	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF OTHER LIABILITIES STATEMENT 7

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PREPAID DISTRIBUTIONS (DUE TO FISCAL YEAR)	3,788,183.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	3,788,183.	0.

2011 Tax Information Statement

Account Number: 1012106
Recipient's Tax ID Number: 13-7437183
Payer's Federal ID Number: 26-3502254
Questions? (212)822-7629

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
BETTE MIDLER CHARITABLE FOUNDATION
C/O SUSSMAN & ASSOCIATES
1222 16TH AVENUE SOUTH, 3RD FLOOR
NASHVILLE, TN 37212

Payer's Name and Address:
EVERCORE WEALTH MANAGEMENT,LLC
55 EAST 52ND STREET
NEW YORK, NY 10055

2011 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price less commissions and option premiums.

Cusip Number		Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition (Box 1b)	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis (Box 3)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Covered *(Box 6 is not checked)*								
Short Term Sales Reported on 1099-B								
044209104	1200 0000	ASHLAND INC	12/14/2011	Various	63,596 98	62,221 08	1,375.90	0.00
085789105	1500 0000	BERRY PETROLEUM CO CL A	12/14/2011	10/10/2011	53,605 82	58,327 95	-4,722.13	0.00
216831107	4000 0000	COOPER TIRE & RUBBER CO	12/14/2011	10/10/2011	51,954.20	49,873 20	2,081.00	0.00
345370860	1000.0000	FORD MOTOR CO DEL	12/14/2011	08/16/2011	10,139 90	11,174.90	-1,035.00	0.00
42809H107	350 0000	HESS CORPORATION	12/14/2011	Various	18,917.13	26,573.87	-7,656.74	0.00
47102X105	5000 0000	JANUS CAPITAL GROUP INC	12/14/2011	11/02/2011	29,581.43	31,942 00	-2,360.57	0.00
493267108	2500.0000	KEYCORP	12/14/2011	11/08/2011	17,815.65	18,759 75	-944.10	0.00
501044101	2500.0000	KROGER CO	12/14/2011	09/15/2011	59,048.36	56,645 00	2,403.36	0.00
628530107	2500 0000	MYLAN INC	12/14/2011	10/10/2011	50,166 54	44,379.25	5,787.29	0 00
64111Q104	1500.0000	NETGEAR INC	12/14/2011	11/02/2011	51,793.40	52,045 95	-252.55	0.00
91913Y100	1200.0000	VALERO ENERGY CORP	12/14/2011	Various	24,370.94	26,988.13	-2,617.21	0.00
989701107	2500.0000	ZIONS BANCORPORATION	12/14/2011	11/03/2011	37,433.52	43,324.75	-5,891.23	0.00
Total Short Term Sales Reported on 1099-B					**468,423.87**	**482,255.83**	**-13,831.98**	**0.00**

Report on Form 8949, Part I, with Box A checked

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return

2011 Tax Information Statement

Payer's Name and Address:
EVERCORE WEALTH MANAGEMENT,LLC
55 EAST 52ND STREET
NEW YORK, NY 10055

Account Number: 1012106
Recipient's Tax ID Number: 13-7437183
Payer's Federal ID Number: 26-3502254
Questions? (212)822-7629

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
BETTE MIDLER CHARITABLE FOUNDATION
C/O SUSSMAN & ASSOCIATES
1222 16TH AVENUE SOUTH, 3RD FLOOR
NASHVILLE, TN 37212

2011 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price less commissions and option premiums.
For noncovered securites shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service.

Cusip Number		Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered *(Box 6 is checked)*		*(Box 9)*	*(Box 1a)*		*(Box 2)*			*(Box 4)*
Long Term 15% Sales Reported on 1099-B								
291641108	1600.0000	EMPIRE DIST ELEC CO	12/14/2011	08/26/2010	32,241.77	31,951 52	290.25	0.00
717081CZ4	5000.0000	PFIZER INC 4.450% 3/15/12	12/08/2011	03/25/2009	5,052.88	5,010 61	42.27	0.00
Total Long Term 15% Sales Reported on 1099-B					**37,294.65**	**36,962.13**	**332.52**	**0.00**
Report on Form 8949, Part II, with Box B checked								
Long Term 28% Sales Reported on 1099-B								
78463V107	125.0000	SPDR GOLD TRUST	12/09/2011	Various	6 58	0 00	6.58	0.00
					6.58	**0.00**	**6.58**	**0.00**
Report on Form 8949, Part II, with Box B checked								

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
EVERCORE WEALTH MANAGEMENT,LLC
55 EAST 52ND STREET
NEW YORK, NY 10055

Account Number:	**1012106**
Recipient's Tax ID Number:	**13-7437183**
Payer's Federal ID Number:	**26-3502254**
Payer's State ID Number:	
State:	**TN**
Questions?	**(212)822-7629**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
BETTE MIDLER CHARITABLE FOUNDATION
C/O SUSSMAN & ASSOCIATES
700 12TH AVENUE SOUTH, SUITE 201
NASHVILLE, TN 37203

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.

Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
140781105	CARBO CERAMICS INC		CRR					
225 0000	03/05/2012	01/06/2012	19,980 02	28,445 02	0.00	-8,465 00	0.00	0.00
76628T678	RIDGEWORTH SEIX FLOATING-I		SAMBX					
6157.9480	11/28/2012	02/13/2012	55,113.63	54,189 94	0.00	923 69	0 00	0.00
88023U101	TEMPUR-PEDIC INTERNATIONAL		TPX					
700.0000	09/28/2012	12/14/2011	20,670 05	35,812 27	0.00	-15,142 22	0 00	0 00
Total Short Term Sales Reported on 1099-B **Report on Form 8949, Part I, with Box A checked**			**95,763.70**	**118,447.23**	**0.00**	**-22,683 53**	**0.00**	**0.00**
Long Term Sales Reported on 1099-B								
959802109	WESTERN UNION CO		WU					
2400 0000	11/02/2012	10/26/2011	29,495.33	41,109.12	0.00	-11,613.79	0.00	0 00
Total Long Term 15% Sales Reported on 1099-B **Report on Form 8949, Part II, with Box A checked**			**29,495.33**	**41,109.12**	**0.00**	**-11,613 79**	**0.00**	**0.00**

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2012 Tax Information Statement

Payer's Name and Address:
EVERCORE WEALTH MANAGEMENT,LLC
55 EAST 52ND STREET
NEW YORK, NY 10055

Account Number:	**1012106**
Recipient's Tax ID Number:	**13-7437183**
Payer's Federal ID Number:	**26-3502254**
Payer's State ID Number:	
State:	**TN**
Questions?	**(212)822-7629**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
BETTE MIDLER CHARITABLE FOUNDATION
C/O SUSSMAN & ASSOCIATES
700 12TH AVENUE SOUTH, SUITE 201
NASHVILLE, TN 37203

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Long Term 15% Sales Reported on 1099-B								
039380AC4	ARCH COAL INC 7.250% 10/01/20							
20000.0000	04/03/2012	08/03/2010	18,427.60	20,320.89	0.00	-1,893 29	0 00	0.00
053773AF4	AVIS BUDGET CAR 7 750% 5/15/16							
25000.0000	04/03/2012	06/16/2010	25,750.00	23,998.51	0.00	1,751 49	0.00	0.00
21079QAA2	CONTL AIRLINES ABS 7.339% 4/19/14							
1662 2000	04/19/2012	01/25/2011	1,662.20	932 02	0 00	730 18	0 00	0.00
21079QAA2	CONTL AIRLINES ABS 7.339% 4/19/14							
1650.6700	10/19/2012	01/25/2011	1,650 67	925.56	0 00	725 11	0 00	0.00
235825AA4	DANA HOLDING 6 500% 2/15/19							
15000.0000	04/03/2012	01/26/2011	15,901 50	15,297 67	0 00	603 83	0.00	0 00
404119AR0	HCA INC 6.500% 2/15/16							
15000.0000	04/03/2012	04/01/2011	15,979.65	15,366.86	0.00	612.79	0.00	0 00
526057AS3	LENNAR CORP 5 600% 5/31/15							
15000.0000	04/03/2012	01/24/2011	15,508.20	14,890.81	0.00	617.39	0.00	0 00

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2012 Tax Information Statement

Payer's Name and Address:
EVERCORE WEALTH MANAGEMENT,LLC
55 EAST 52ND STREET
NEW YORK, NY 10055

Account Number: 1012106
Recipient's Tax ID Number: 13-7437183
Payer's Federal ID Number: 26-3502254
Payer's State ID Number:
State: TN
Questions? (212)822-7629

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
BETTE MIDLER CHARITABLE FOUNDATION
C/O SUSSMAN & ASSOCIATES
700 12TH AVENUE SOUTH, SUITE 201
NASHVILLE, TN 37203

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition	Stock or Other Symbol *(Box 1d)* / Stocks Bonds, etc *(Box 2a)*	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
713278AQ2	PEP BOYS 7.500% 12/15/14							
15000.0000	04/03/2012	04/28/2010	15,037 50	15,000 00	0.00	37.50	0.00	0.00
832248AH1	SMITHFIELD FOODS INC 7.750% 5/15/13							
25000.0000	07/30/2012	06/17/2010	26,392.25	24,988 31	0.00	1,403.94	0.00	0 00
858119AJ9	STEEL DYNAMICS 7.375% 11/01/12							
5000.0000	11/01/2012	08/13/2009	5,000.00	5,000.00	0.00	0.00	0 00	0.00
911365AW4	UNITED RENTALS NA 8.375% 9/15/20							
20000 0000	04/03/2012	Various	20,730.00	20,274.67	0 00	455.33	0.00	0.00
912909AB4	US STEEL CORP 5.650% 6/01/13							
10000 0000	04/17/2012	Various	10,593.56	9,998.87	0.00	594.69	0.00	0.00
961548AV6	WESTVACO CORP 8.200% 1/15/30							
10000.0000	04/03/2012	11/06/2006	10,981.70	11,087 44	0 00	-105 74	0 00	0 00
Total Long Term 15% Sales Reported on 1099-B Report on Form 8949, Part II, with Box B checked			**183,614.83**	**178,081.61**	**0.00**	**5,533.22**	**0.00**	**0.00**
Long Term 28% Sales Reported on 1099-B								
78463V107	SPDR GOLD TRUST		GLD					
125.0000	01/11/2012	Various	6 52	0 00	0.00	6 52	0.00	0.00
78463V107	SPDR GOLD TRUST		GLD					
125 0000	02/14/2012	Various	6.29	0.00	0.00	6.29	0.00	0 00

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2012 Tax Information Statement

Account Number: 1012106
Recipient's Tax ID Number: 13-7437183
Payer's Federal ID Number: 26-3502254
Payer's State ID Number:
State: TN
Questions? (212)822-7629

☐ **Corrected** ☐ **2nd TIN notice**

Payer's Name and Address:
EVERCORE WEALTH MANAGEMENT,LLC
55 EAST 52ND STREET
NEW YORK, NY 10055

Recipient's Name and Address:
BETTE MIDLER CHARITABLE FOUNDATION
C/O SUSSMAN & ASSOCIATES
700 12TH AVENUE SOUTH, SUITE 201
NASHVILLE, TN 37203

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
78463V107	SPDR GOLD TRUST		GLD					
125.0000	03/13/2012	Various	6.47	0.00	0.00	6.47	0.00	0.00
78463V107	SPDR GOLD TRUST		GLD					
125.0000	04/10/2012	Various	7.04	0.00	0.00	7.04	0.00	0.00
78463V107	SPDR GOLD TRUST		GLD					
125.0000	05/16/2012	Various	7.44	0.00	0.00	7.44	0.00	0.00
78463V107	SPDR GOLD TRUST		GLD					
125.0000	06/12/2012	Various	6.33	0.00	0.00	6.33	0.00	0.00
78463V107	SPDR GOLD TRUST		GLD					
125.0000	07/06/2012	Various	6.38	0.00	0.00	6.38	0.00	0.00
78463V107	SPDR GOLD TRUST		GLD					
125.0000	08/10/2012	Various	6.45	0.00	0.00	6.45	0.00	0.00
78463V107	SPDR GOLD TRUST		GLD					
125.0000	09/12/2012	Various	6.60	0.00	0.00	6.60	0.00	0.00
78463V107	SPDR GOLD TRUST		GLD					
125.0000	10/08/2012	Various	7.31	0.00	0.00	7.31	0.00	0.00
78463V107	SPDR GOLD TRUST		GLD					
125.0000	11/19/2012	Various	6.75	0.00	0.00	6.75	0.00	0.00
78463V107	SPDR GOLD TRUST		GLD					
125.0000	12/11/2012	Various (N.Cm)	6.38	0.00	0.00	6.38	0.00	0.00
			79.96	**0.00**	**0.00**	**79.96**	**0.00**	**0.00**

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MIDLER FAMILY FOUNDATION
13-7437183
ATTACHMENT FOR 2012 FORM 990-PF
CAPITAL GAINS AND LOSSES
STATEMENT A

	DATE ACQ	DATE SOLD	PROCEEDS	COST	GAIN / (LOSS)
SHORT TERM					
EVERCORE	VARIOUS	VARIOUS	468,424 00	482,256 00	(13,832 00)
EVERCORE	VARIOUS	VARIOUS	95,764 00	118,447.00	(22,683 00)
			564,188.00	**600,703.00**	**(36,515.00)**
LONG TERM					
EVERCORE	VARIOUS	VARIOUS	37,295 00	36,962 00	333.00
EVERCORE - 28%	VARIOUS	VARIOUS	7 00		7.00
EVERCORE	VARIOUS	VARIOUS	29,495.00	41,109.00	(11,614 00)
EVERCORE	VARIOUS	VARIOUS	183,615 00	178,082.00	5,533 00
EVERCORE - 28%	VARIOUS	VARIOUS	80 00		80.00
HAMPSHIRE INSTITUTIONAL FUND LP	VARIOUS	VARIOUS			(127,836 00)
			250,492.00	**256,153.00**	**(133,497.00)**
TOTAL					(170,012 00)